REQUEST: NON-COMPETITIVE AMENDMENT

	APPROVED
ß	Commissioner of Finance & Administration
	Date:

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RFS# 318.66-0	17	·		·	
STATE AGENCY NAME:	Department of Finance and Bureau of TennCare	Administration	n	•	
SERVICE CAPTION:	Managed Care organization TennCare/Medicald Populat	which provide	es medically necessary he	alth care services	to the
CONTRACT #	FA-02-14858-00		PROPOSED AMENDME	NT# 7	
CONTRACTOR:	Better Health Plans, Inc.				
CONTRACT START DATE		07/01/2001	· · · · · · · · · · · · · · · · · · ·		
CURRENT, LATEST POSS (including ALL options to ex	iBLE END DATE : tend)	12/31/2005		- -	
CURRENT MAXIMUM LIAE	加强。但是那些是是自然人的自己	\$340,601,8	71.63	•	
LATEST POSSIBLE END I (including ALL options to ex	DATE <u>WITH</u> PROPOSED AM	ENDMENT:	12/31/2006		
TOTAL MAXIMUM COST V (Including ALL options to ex	<u>WITH PROPOSED AMENDM</u> tend)	ENT:	\$462,601,359.65		
APPROVAL CRITERIA: (select one)	use of Non-Competi	tive Negotial	ion is in the best interest	of the state	
	only one uniquely q	ualified serv	ice provider able to provi	de the service	
	REQUEST DETAILS BELOW			ing the requireme	nt text)
	posed additional service an				
	t contract as well as provide fu		n extension.		· · · · · · · · · · · · · · · · · · ·
(2) explanation of need for	or the proposed amendmen	t:			

We believe that it is in the best interests of the State prevent the disruption of services to TennCare enro	to maintain this relationshi llees .	p to ensure the	stability of the TennCa	re Program and
(3) name and address of the proposed contractor (not required if proposed contractor is a state e	or's principal owner(s) : ducation institution)			
Care of TRAS 300 Oxford Drive				
Monroeville, Pennsylvania 15146 6			· · · · · · · · · · · · · · · · · · ·	·
(4) documentation of OIR endorsement of the N (required only if the subject service involves inf	on-Competitive procurer ormation technology)	nent request :		
select one: Documentation Not A	pplicable to this Request	Docum	entation Attached to th	is Request
(5) documentation of Department of Personnel (required only if the subject service involves tra	endorsement of the Non- ining for state employees)	Competitive pr	ocurement request :	
select one: Documentation Not A	pplicable to this Request	Docum	nentation Attached to th	nis Request
(6) description of procuring agency efforts to id non-competitive negotiation:	lentify reasonable, comp	etitive, procure	ment alternatives rath	ner than⊧to use
This contract is not a result of non-competitive nego- interest, demonstrated specific qualifications outline currently 6 different organizations that have MCO C	ed in the Agreements, and	ive been offered willingly accepte	to any organization the difference of the terms of the Agree	at has expressed ements. There are
(7) justification of why the F&A Commissioners	should approve a Non-Co	mpetitive Ame	ndment:	Percusia de la Caración Caración de Caración de C
The approval of this amendment by F&A will ensure providers that provider currently has, TennCare is a services to enrollees.	the best interests of Ten confident that the continua	nCare enrollees tion of this agre	will be served. Based ement will prevent any	on the network of disruption of
AGENCY HEAD REQUEST SIGNATURE: (must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in				akilie sen ada ada asas b
documented exigent circumstances)	SIGNATURE DATE:			

AMENDMENT NUMBER 7

AMENDED AND RESTATED CONTRACTOR RISK AGREEMENT BETWEEN THE STATE OF TENNESSEE, d.b.a. TENNCARE AND BETTER HEALTH PLANS, INC. d.b.a. BETTER HEALTH

CONTRACT NUMBER: FA-02-14858-05

For and in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree to clarify and/or amend the Amended and Restated Contractor Risk Agreement (CRA) by and between the State of Tennessee TennCare Bureau, hereinafter referred to as TENNCARE, and Contractor Name, hereinafter referred to as the CONTRACTOR as specified below.

Titles and numbering of paragraphs used herein are for the purpose of facilitating use of reference only and shall not be construed to infer a contractual construction of language.

1. Section 4-28 shall be deleted and replaced in its entirety so that the amended Section 4-28 shall read as follows:

4-28. Term of the Agreement

This Agreement and its incorporated attachments, if any, as well as all Amendments to this Agreement, contain all of the terms and conditions agreed upon by the parties, and when executed by all parties, supersedes any prior agreements except as stated in Section 1-7. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall be in effect from July 1, 2001, subject to approval by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services. The term of this Agreement shall expire on December 31, 2005. Notwithstanding any provision herein to the contrary, this Agreement shall automatically renew for calendar year 2006 with an expiration date of December 31, 2006 unless the CONTRACTOR or the State complies with Section 4-2.(f) regarding non-renewal or unless the State approves termination of the Agreement in accordance herewith. Said renewal shall be automatic and shall not require any notice or other action.

Notwithstanding any provision herein to the contrary, the State may terminate this Agreement if the waiver governing TennCare is terminated. The documents referenced in the Agreement are on file with the CONTRACTOR and with TENNCARE and the CONTRACTOR is aware of their content. No other agreement, oral or otherwise regarding the subject matter of this Agreement, shall be deemed to exist or to bind any of the parties hereto.

2. The September 11, 1995 Amended and Restated Contractor Risk Agreement, as amended, shall be amended by deleting and replacing the date "December 31, 2004" with "December 31, 2005" in all references regarding the Stabilization Period ending December 31, 2004. This shall include, but not be limited to Sections 1-3, 3-10.h and Attachment X.D.

Amendment 7 (cont.)

All of the provisions of the original Agreement not specifically deleted or modified herein shall remain in full force and effect. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall become effective January 1, 2005 or as of the date it is approved by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

STATE OF TENNESSEE DEPARTMENT OF FINANCE AND ADMINISTRATION	BETTER HEALTH PLANS, INC.
BY: M.D. Coetz, Jr. 26 M.D. Goetz, Jr. Commissioner	BY: John Blank, MD President
DATE: N/w/2004	DATE: 11/28/04
APPROVED BY:	APPROVED BY:
STATE OF TENNESSEE DEPARTMENT OF FINANCE AND ADMINISTRATION	STATE OF TENNESSEE COMPTROLLER OF THE TREASURY
BY: M. D. Goetz, Jr. Commissioner	BY: John G. Morgan Comptroller
DATE.	DATE:

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2006	\$ 35,530,800.00	\$ 60,400,900.00			\$	95,931,700.00
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BETTER HEA	LTH PLANS, INC				023343	
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Managed Care	Organization Sand	ces/Medically necess			ro/Medienid Den	
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					Perling Helping	Amount mellong
				EDINE Friming		
2002	\$ 26,124,717.00	\$ 45,799,618.00	· · · · · · · · · · · · · · · · · · ·		\$	71,924,335.00
2003	\$ 26,541,000.00	\$ 45,753,600.00	· · · · · · · · · · · · · · · · · · ·		\$	72,294,600.00
2004	\$ 26,541,000.00	\$ 45,753,600.00			\$	72,294,600.00
2005	\$ 26,541,000.00	\$ 45,753,600.00	<u> </u>		\$	72,294,600.00
. 2006	\$ 13,270,500.00	\$ 22,876,800.00	<u> </u>	<u> </u>	\$	36,147,300.00
		\$ 205,937,218.00			\$	324,955,435.00
HIRLEDATE SE	93.778				iidheelskielstosjorg	Value disversiones.
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lane de la lance	Dean Daniel			新国际信息 集集		
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	Nashville, TN (615)532-1362		• .			
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ean Daniel	(1)00	$\langle a \rangle_{a} = \langle a \rangle_{a}$	7//01	salie Companion	ORIFICE AFACE	
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		YESPIMEN EN ESTO		Este ed manors l		
			The Market Control of the Control of	Pursuant to T.C.A., Se		The second secon
						n, do hereby certify that
	AND THE END DATE:	12/31/05				which this obligation is
Y: 02		\$71,924,335.00	\$0.00	required to be paid that obligations previously		cumbered to pay
Y: 03	`	\$71,924,335.00	\$370,265.00	oungations previously	mourea.	•
Y: 04		\$71,924,335.00	\$370,265.00			
Y: 05		\$71,924,335.00	\$370,265.00			
Y: 06		\$35,962,168.00	\$185,132.00		•	
	EL TOTAL	\$323,659,508.00	\$1,295,927.00			,

RPS # 318.69-017 Bursel of Tennicas and Administration	A CHARLES								
Bettar Health Plans, Inc.		1 4 4 4 4 4 P	01			MATERIAL TO 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		S0125571 34 34 35 31 68	nlevation
Managed Care Organization Services/Medically necessary Health Core Services to the Tennocare/Medicald Population April 1, 2001 December 31, 2005 2/18.68 108 154 11 □ on STAR8 FY 01 \$20,748,910 \$35,473,799 FY 02 \$20,748,910 \$35,473,799 FY 03 \$24,124,717 \$45,799,918 FY 04 \$26,124,717 \$45,799,918 FY 05 \$20,124,717 \$45,799,918 FY 06 \$20,124,717 \$45,799,918 FY 07 \$31,062,359 \$25,699,809 FY 08 \$138,306,237 \$24,1572,060 \$313,306,237 \$24,1572,060 FY 09 \$138,306,237 \$24,1572,060 FY 09 \$12,441,213 \$44,0516,882) FY 09 \$12,441,213 \$440,916,882) FY 09 \$132,441,213 \$440,916,882) FY 09 \$152,441,213 \$440,916,882) FY 09 \$152,441,241,241,241,241,241,245			017		A TOTAL STREET	Bureau of To	nnCare		
Managed Care Organization Services/Medically necessary Health Care Services to the Tennicare/Medicald Population April 1, 2001 December 31, 2005 218.88 108 134 11 □ on STARS PY 01 \$20,748,810 \$35,477,994 15 □ S35,473,799 PY 02 \$20,748,810 \$35,477,945,799,818 □ S71,924,335 PY 03 \$28,124,717 \$45,799,818 □ S71,924,335 PY 04 \$20,124,717 \$45,799,818 □ S71,924,335 PY 05 \$20,124,717 \$45,799,818 □ S71,924,335 PY 08 \$138,308,027 \$341,572,000 □ \$379,924 35 PY 09 \$138,308,027 \$344,572,000 □ \$379,924 35 PY 09 \$138,308,027 \$344,572,000 □ \$379,924 35 PY 09 \$138,308,027 \$344,572,000 □ \$379,924 35 PY 01 \$55,220,000 □ \$379,924 35 PY 02 \$138,308,000 □ \$379,924 35 PY 03 \$24,824,935 \$18,938,939 □ \$379,924 35 PY 01 \$55,220,000 □ \$379,924 35 PY 02 \$224,824,938 \$198,989,901 PY 01 \$55,220,000 □ \$379,924 35 PY 02 \$224,824,938 \$198,989,901 PY 03 \$224,824,938 \$198,989,901 PY 04 \$112,441,218 \$440,916,882 PY 05 \$77,924,355 PY 06 \$112,441,218 \$440,916,882 PY 06 \$35,002,188	等新加州 等。			isi kan bindiri	GINETURE CONTROL				
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Contra	act Number	FA-01-142	234-DZ 0	200		State Ag		Tennessee Depa		ce and Adr	ninistration
		RFS # 318	.66-017			Division		Bureau of TennC	are		<u>·</u>
	<u> </u>	Con	tractor			_		Vanda-1	D Number		
Better	Health Plan	is, Inc.				⊠ v-	·	Vendori	D Number		<u> </u>
					·.			5-1825549			
		•			Service	Description					
Manage	ed Care Org	anization Servi	ces/Medi	cally necessary	/ Health C	are Services to	the T	ennCare/Medicaid	Population	 	
		Contract	Begin Da	ite	-				End Date		
April 1.	2001'					December	31 20				
Allotm	ent Code	Cost Cent	er	Object Code		Fund			Company Company	1	
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	 	\$26,124,717		,799,618	<u> </u>					\$7	1,924,335
FY 03		\$26,124,717		,799,618	<u> </u>	<u> </u>			•		1,924,335
FY 04		\$26,124,717		,799,618		<u> </u>					1,924,335
FY 05		\$26,124,717		,799,618		··			1		,924,335
FY 06		\$13,062,359		,899,809			<u> </u>				5,962,168
Total	\$	138,308,037	\$24	1,572,080				•			,880,117
	Fiscal Yea	ar Funding is	Strictly L	imited		CFDA Num	ber	93.778	•	,	•
	Contracto	r is on STARS						State Fiscal	Contact		
		om W-9 On F	ile With A	Accounts		Name ·	Keit	h Gaither			`
	OR Form W-9	Attached			•	Address Phone	i	Church Street, Na	shville TN 372	47-6501	
		·	· ·				(615	5) 532-3911	• *		
	Service Pr	ovider Regist	ered with	F&A	•	Procu	ring A	gency Budget O	fficer Approva	al Signatu	re
	Contractor (as defined	r is a SUBREC I by OMB Circ	IPIENT ular A-1:	33)	•	Keith	G	Keith Gaither	10/	16/01	
C	OMPLETE			IENTS (only)	*****************			Funding Cer	tification —		
		Base Con	tract &	This Amen		Pursuant to T.	C.A., S	Section 9-6-113. I. J	lohn D. Fernusc	n Commis	sioner of
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